

ORIGINAL
KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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AZ CORP COMMISSION
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DIRECT DIAL (202) 955-9669

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July 11, 2001

Arizona Corporation Commission
DOCKETED

JUL 12 2001



Brian McNeil
Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Re: Name Change of Applicant Talk.com Holding Corp. to Talk America Inc., Docket No. T-03342A-97-0129

Dear Mr. McNeil:

On April 11, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America Inc. ("Company"). This name change reflects the Company's nationwide reach and will allow the Company to have all of its entities to operate under one brand name. The Company is currently seeking authorization to provide resold intrastate telecommunications services in Docket Number T-03342A-97-0129. This amendment changed only the name of the corporation and did not alter any assets or holdings, the Company's corporate structure, nor its personnel, directors and officers. The Company's current address is 6805 Route 202, New Hope, PA 18938 and its toll free number is (877) 536-7968.

This letter is being filed as per the request of Stephen Gibelli, to amend the Company's pending Application to reflect the Company's new name. Accordingly, the Company would like to have its Certificate issued in the name of Talk America Inc.

Enclosed please find an original copy of this letter with a copy of the Company's Amended Authority to Transact Business plus ten (10) copies and a Docket Control Sheet. Please date stamp the duplicate copy of this filing and return in the enclosed self-addressed postage paid envelope.

KELLEY DRYE & WARREN LLP

Brian McNeil
July 11, 2001
Page Two

If there are any questions or concerns regarding this letter, please contact Katherine Barker at (202) 955-9669. Please note that Technologies Management, Inc., the Company's consulting firm will be filing the affidavit of publication of notice for this proceeding.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Katherine E. Barker". The signature is fluid and cursive, with the first name "Katherine" being more prominent.

Katherine E. Barker

Admitted, New York State Bar, Massachusetts State Bar, Not Admitted in the District of Columbia

Enclosure

cc: Stephen Gibelli, Administrative Law Judge, Arizona Corporation Commission
Francie McComb, Talk America Inc.
Iris Mennes, Technologies Management, Inc.
Steven A. Augustino, Kelley Drye & Warren, LLP

COVER SHEET

ARIZONA CORPORATION COMMISSION DOCKET CONTROL CENTER

CASE/COMPANY NAME:

DOCKET NO. T-03342A-97-0129

Talk.com Holding Corp. d/b/a The Phone Company and also d/b/a Network Services of New Hope for a Certificate of convenience and Necessity to provide Competitive Resold Intrastate Telecommunications Services in Arizona.

D/B/A or RESPONDENT:

NATURE OF ACTION OR DESCRIPTION OF DOCUMENT

Please mark the item that describes the nature of the case/filing:

☐ 01 **UTILITIES - NEW APPLICATIONS**

- | | |
|---|--|
| <input type="checkbox"/> NEW CC&N | <input type="checkbox"/> MAIN EXTENSION |
| <input type="checkbox"/> RATES | <input type="checkbox"/> CONTRACT/AGREEMENTS |
| <input type="checkbox"/> INTERIM RATES | <input type="checkbox"/> COMPLAINT (Formal) |
| <input type="checkbox"/> CANCELLATION OF CC&N | <input type="checkbox"/> RULE VARIANCE/WAIVER REQUEST |
| <input type="checkbox"/> DELETION OF CC&N (TERRITORY) | <input type="checkbox"/> SITING COMMITTEE CASE |
| <input type="checkbox"/> EXTENSION OF CC&N (TERRITORY) | <input type="checkbox"/> SMALL WATER COMPANY -SURCHARGE (Senate Bill 1252) |
| <input type="checkbox"/> TARIFF - NEW (NEXT OPEN MEETING) | <input type="checkbox"/> SALE OF ASSETS & TRANSFER OF OWNERSHIP |
| <input type="checkbox"/> REQUEST FOR ARBITRATION | <input type="checkbox"/> SALE OF ASSETS & CANCELLATION OF CC&N |
| <input type="checkbox"/> (Telecommunication Act) | <input type="checkbox"/> FUEL ADJUSTER/PGA |
| <input type="checkbox"/> FULLY OR PARTIALLY ARBITRATED | <input type="checkbox"/> MERGER |
| <input type="checkbox"/> INTERCONNECTION AGREEMENT | <input type="checkbox"/> FINANCING |
| <input type="checkbox"/> (Telecom. Act.) | <input type="checkbox"/> MISCELLANEOUS |
| <input type="checkbox"/> VOLUNTARY INTERCONNECTION | Specify |
| <input type="checkbox"/> AGREEMENT (Telecom. Act) | |

☐ 02 **UTILITIES - REVISIONS/AMENDMENTS TO
PENDING OR APPROVED MATTERS**

- | | |
|---|--------------------------------------|
| <input checked="" type="checkbox"/> APPLICATION | <input type="checkbox"/> TARIFF |
| COMPANY | <input type="checkbox"/> PROMOTIONAL |
| DOCKET NO. T-03342A-97-129 | DECISION NO. |
| | DOCKET NO. |
| | <input type="checkbox"/> COMPLIANCE |
| | DECISION NO. |
| | DOCKET NO. |

☐ **SECURITIES or MISCELLANEOUS FILINGS**

- | | |
|--|--|
| <input type="checkbox"/> 04 AFFIDAVIT | <input type="checkbox"/> 29 STIPULATION |
| <input type="checkbox"/> 12 EXCEPTIONS | <input type="checkbox"/> 38 NOTICE OF INTENT |
| <input type="checkbox"/> 18 REQUEST FOR INTERVENTION | (Only notification of future action/no action necessary) |
| <input type="checkbox"/> 48 REQUEST FOR HEARING | <input type="checkbox"/> 43 PETITION |
| <input type="checkbox"/> 24 OPPOSITION | <input type="checkbox"/> 46 NOTICE OF LIMITED APPEARANCE |
| <input type="checkbox"/> 50 COMPLIANCE ITEM FOR APPROVAL | <input type="checkbox"/> 39 OTHER |
| <input type="checkbox"/> 32 TESTIMONY | Specify |
| <input type="checkbox"/> 47 COMMENTS | |

7/11/2001

Date

Katherine E. Barker, Kelley, Drye & Warren, LLP, Attorney for Talk America Inc. f/k/a
Talk.com Holding Corp.

Print Name of Applicant/Company/Contact person/Respondent/Atty.
(202) 955-9669

Phone

PLEASE SEE NOTICE ON REVERSE SIDE

AZ. CORP. COMMISSION
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APR 26 2001

DO NOT PUBLISH
THIS SECTION

APPLICATION FOR AUTHORITY
FILED BY Janet Taylor TO TRANSACT BUSINESS
TERM _____ IN ARIZONA
DATE 04/26/01

F0049358-6

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated"

The name of the corporation is: Talk.com Holding Corp

A(n) Pennsylvania Corporation
(State, Province or Country)

or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach

Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

☐ We are a foreign corporation applying for authority to transact business in the state of Arizona.

☒ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

☒ Our actual corporate name (or the name under which we originally obtained authority in Arizona).

☐ The period of our duration.

☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Talk America inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Pennsylvania

3. The foreign corporation was incorporated on the 17 day of May,

1989 and the period of its duration is: Perpetual.

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

Talk America Inc.

6805 Route 202

New Hope, PA 18938

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

C T Corporation System

3225 North Central Avenue,

Phoenix, Arizona 85012

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to which
address the Annual
Report should be
mailed.

6. If the purpose of
your corporation has
any limitations with
regard to this section,
so indicate. If not,
state no limitations.

- 5.a. The street address of the known place of business of the foreign corporation in Arizona IF
DIFFERENT from the street address of the statutory agent is:

- 5.b. The Annual Report and general correspondence should be mailed to the address specified
above in section 4 X or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which
corporations may engage in the state, province or country under whose law the foreign
corporation is incorporated, with the following limitations if any:

NONE

7. The names and usual business addresses of the current directors and officers of the foreign
corporation are: (Attach additional sheets if necessary.)

Name: Aloysius T. Lawn, IV. Director [title]

Address: 6805 Route 202

City, State, Zip: New Hope, PA 18938

Name: Gabriel Battista Chairman of Board [title]

Address: 12020 Sunrise Valley Drive

City, State, Zip: Reston VA 20191

Name: Ken Baritz Director [title]

Address: 1401 NW 136th Avenue

City, State, Zip: Sunrise, FL 33323

8. The total number of
authorized shares
cannot be "zero" or
"N/A". Include
authorized, not issued
shares in this section.

8. The foreign corporation is authorized to issue 1950 shares, itemized as
follows: (Attach additional sheets if necessary.)

1950 shares of common [class or series] stock at
_____ no par value or par value of \$ 1 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

Director

1. Edward Meyercord
6805 Route 202, New Hope, PA 18938

Officers

1. Gabriel Battista, Chairman, Chief Executive Officer
12020 Sunrise Valley Drive, Reston, VA 20190
2. Ken Baritz, President
1401 NW 136th Ave, Sunrise, FL 33323
3. Edward Meyercord, Chief Operating Officer/Chief Financial Officer & Treasurer
6805 Route 202, New Hope, PA 18938
4. Kevin Griffo, Executive Vice President-Sales and Marketing
12001 Science Drive, Suite 130, Orlando, FL 32826
5. Aloysius T. Lawn, IV, Executive Vice President-General Counsel & Secretary
6. George Vinall, Executive Vice President-Business Development
12020 Sunrise Valley Drive, Reston, VA 20190
7. Thomas Walsh, Senior Vice President-Finance
6805 Route 202, New Hope, PA 18938

DO NOT PUBLISH
THIS SECTION

9. The total number of
issued shares cannot be
"N/A".

The Application
must be
accompanied by the
following: A
Certificate of
Disclosure, executed
within 30 days of
delivery to the
Commission, by a
duly authorized
officer

Attach a certified
copy of your articles
of incorporation, all
amendments and
mergers (AZ Const.
Art. XIV, §8) and a
certificate of
existence or
document of similar
import duly
authenticated (within
60 days) by the
official having
custody of corporate
records in the state,
province or country
under whose laws
we are incorporated.

The agent may
consent to the
appointment by
either executing the
consent, attaching a
cover letter, or if
paying by check,
executing the check.

CF:0024
Rev. 01/01

9. The foreign corporation has issued 1950 shares, itemized as follows:

1950 shares of Common [class or series] stock at
_____ no par value or par value of \$ 1 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provision of Telecommunications

DATED this 16th day of April, 2001.

Talk.com Holding Corp

[Name of Corporation]

Executed by

Aloysius T. Lawn, IV
Duly Authorized Officer or Director

Aloysius T. Lawn, IV
[print name]

Executive Vice President, General
[title] Counsel & Secretary

PHONE _____

[optional]

FAX _____

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 26 day of April, 2001

C T Corporation System

By: Stephen Adamo

Signature

STEPHEN ADAMO
ASSISTANT SECRETARY

[Print Name]